

RECORDATION NO.

27785-C  
FILED

SEP 20 '11 -2 29 PM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Tel 847 318 7575  
Fax 847 318 7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

September 15, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W , Suite 100  
Washington, DC 20423-0001  
Re Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated September 12, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 27785.

The names and addresses of the parties to the enclosed document are

Lessor. First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee The Bay Line Railroad, L.L.C.  
c/o Genesee & Wyoming, Inc  
13901 Sutton Park Dr, Suite 180  
Jacksonville, FL 32224

A description of the railroad equipment covered by the enclosed document is for seventy-five (75) flat cars having NOKL and SMW marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Documentation Specialist

Enclosures

(BAY1.005)

ASSGN NO BAYL005

SEP 20 '11 -2 29 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12<sup>th</sup> day of September, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Bay Line Railroad, L L C ("Lessee"), an Alabama limited liability company

W I T N E S S E T H

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 13, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 19, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written

LESSOR

FIRST UNION RAIL CORPORATION

ATTEST

By [Signature]  
Name John J. Thomas  
Title President

By [Signature]  
Name K.A. Donibrowski  
Title DIRECTOR OF DOCUMENTATION

Executed on this 12<sup>th</sup> day of Sept, 2011

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

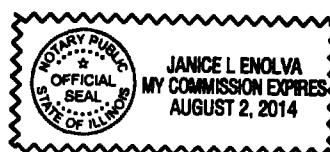
WITNESS my hand and official stamp or seal, this 12<sup>th</sup> day of Sept, 2011

Janice L. Enolva  
Notary Public

My Commission Expires

8-2-2014

(Notary Public)



LESSEE:

THE BAY LINE RAILROAD, L L C

ATTEST

By

Name

Title

By

Name

Title

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

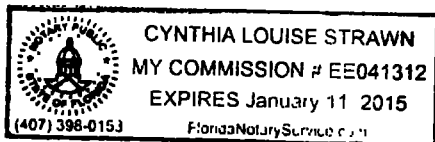
I, Cynthia L Strawn, a Notary Public of the County and State aforesaid, certify that Gerald T. Gates personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 1 day of September, 2011

Cynthia L Strawn  
Notary Public

Commission Expires

January 11, 2015  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS            Seventy-five (75)

DESCRIPTION OF CARS     89'. 70-ton flat cars

CAR NUMBERS

NOKL 770000	NOKL 770052
NOKL 770001	NOKL 770053
NOKL 770003	NOKL 770055
NOKL 770004	NOKL 770056
NOKL 770005	NOKL 770057
NOKL 770006	NOKL 770059
NOKL 770007	NOKL 770060
NOKL 770008	NOKL 770061
NOKL 770009	SMW 770062
NOKL 770010	NOKL 770063
NOKL 770011	NOKL 770064
NOKL 770012	NOKL 770065
NOKL 770014	NOKL 770066
NOKL 770015	NOKL 770067
NOKL 770016	NOKL 770069
NOKL 770018	NOKL 770070
NOKL 770020	NOKL 770071
NOKL 770021	NOKL 770073
NOKL 770022	NOKL 770077
NOKL 770023	NOKL 770078
NOKL 770024	NOKL 770079
NOKL 770025	NOKL 770080
NOKL 770029	NOKL 770081
NOKL 770030	SMW 770083
NOKL 770032	NOKL 770085
NOKL 770033	NOKL 770086
NOKL 770034	NOKL 770087
NOKL 770035	NOKL 770088
NOKL 770036	SMW 770090
NOKL 770038	NOKL 770091
NOKL 770039	NOKL 770092
NOKL 770041	NOKL 770093
NOKL 770042	NOKL 770094
NOKL 770043	NOKL 770095
NOKL 770044	NOKL 770097
NOKL 770045	NOKL 770098
NOKL 770048	NOKL 770099
NOKL 770050	